

**ENTWISTLE & CAPPUCCI LLP**  
**FIRM RESUME**

**Entwistle & Cappucci at a Glance**

Entwistle & Cappucci LLP is dedicated to providing the most complete and effective legal representation without limitation. The Firm employs the best-credentialed, seasoned members of the bar in selected areas of expertise through offices located in Armonk, NY; Austin, TX; Chicago, IL; Florham Park, NJ; New York, NY; Tallahassee, FL; and, Washington, D.C. Taking advantage of a sophisticated network of proprietary information, the Firm is committed to using technology in innovative ways that serve our clients' needs with speed and efficiency. We have attained an AV-rating from Martindale-Hubbell and are listed in the Bar Register of Preeminent Lawyers and The Definitive Guide to the Most Distinguished Law Firms in America.

We invite you to learn more about us by visiting our website, [www.entwistle-law.com](http://www.entwistle-law.com), or by contacting our founding partners, Andrew J. Entwistle, [aentwistle@entwistle-law.com](mailto:aentwistle@entwistle-law.com), or Vincent R. Cappucci, [vcappucci@entwistle-law.com](mailto:vcappucci@entwistle-law.com), who would be happy to answer any questions or direct you to other appropriate attorneys within the Firm.

Thank you for your interest in Entwistle & Cappucci LLP.

### **Practice Groups**

Entwistle & Cappucci's tradition of creativity and success in serving its clients around the world traces its history to firms established more than 30 years ago. Today, we extend our commitment to meet changing client needs by combining this tradition with the most advanced computer and communications technology.

We define ourselves and our practice by the strength of our relationships. At the heart of these relationships is our understanding of the needs and goals of our clients. An experienced team of lawyers brings depth, expertise and common sense to the search for practical solutions to business and legal problems. Every person working in our firm is dedicated to developing long-lasting relationships, rich with the goals we help our clients achieve.

In the following pages, we provide summaries of our approach to the law in the principal areas of our practice:

- Complex Business and Commercial Litigation;
  - Securities Litigation and Corporate Governance;
  - Business Transactions;
  - Employment and Labor;
  - Executive Compensation;
  - Government Affairs and Administrative Law;
  - Insurance and Reinsurance;
  - Intellectual Property and Cyberlaw;
  - Trust and Estate Litigation, Planning and Administration;
  - Alternate Dispute Resolution; and,
  - Workouts, Reorganizations and Bankruptcy Litigation.
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### **Complex Business and Commercial Litigation**

Our litigators represent institutional, corporate, governmental and individual clients in many industries, including both domestic and foreign interests. The Firm has an active trial practice involving cases in federal and state courts and administrative and regulatory bodies throughout the country. We also provide counseling and guidance in connection with planning and structuring operations and transactions to minimize litigation risks.

The Firm litigates matters in almost all fields of commercial law, including: corporate finance; traditional banking, merchant banking and investment banking; workouts and reorganization-related matters; general commercial and contract litigation; antitrust; employment and labor; insurance and reinsurance; the defense of directors and officers; the defense of lawyers and accountants in professional malpractice claims; products liability; admiralty; oil, coal, gas and energy-related matters; environmental matters; benefits and Employment Retirement Income Security Act (“ERISA”) litigation; federal and state tax disputes; and intellectual property, anti-competition and cyberlaw disputes. The Firm also prosecutes traditional price-fixing and restraint of trade antitrust cases, utilizing both class action litigation methods and individual representation in federal and state courts.

We recognize that litigation is the most costly form of dispute resolution available to clients. As a result, our lawyers always counsel on alternative dispute resolution options based upon the assumption that only an informed client is in a position to make a sound business judgment regarding whether to litigate. Regardless of the course chosen, we pursue an aggressive strategy designed to maximize results and minimize costs.

### **Securities Litigation and Corporate Governance**

Entwistle & Cappucci LLP has one of the nation's leading securities litigation practices. We have a highly experienced team of litigators who specialize in all aspects of securities related matters for public pension funds and other institutional investors, including the prosecution and defense of private, class and derivative actions; actions alleging breach of fiduciary duty, corporate waste and appraisal proceedings; and actions challenging corporate transactions on fairness and other grounds -- all supported by corporate finance, bankruptcy, and insurance attorneys. This multi-disciplinary team approach gives us a unique perspective and the ability to creatively resolve disputes in the litigation, corporate workout and bankruptcy arenas.

In recent years, the Firm has significantly broadened its representation of public and private pension systems in securities and commercial litigation as those entities have become more selective in choosing counsel in this practice area. Our success is demonstrated not only by the roster of institutional clients who seek our advice, but also by the recoveries, totaling well over \$3 billion, which our Firm has secured for defrauded investors in recent years in a multitude of high profile securities class actions.

The Firm is equally well known as a "go to" Firm when institutional investors and financial institutions themselves become defendants in securities, antitrust or other complex business litigation or class actions.

Our work with public institutional investors and governmental entities, which includes working relationships with offices of attorneys general, governors and various state agencies across the country, grows out of our long standing representation of private institutional investors and various domestic and foreign insurance, reinsurance and banking institutions. The Firm aspires to build lasting relationships that are characterized by a detailed and responsive understanding of client goals and objectives. In addition to our securities litigation and related

practice areas, the Firm is also actively engaged in representing clients in other practice areas, including: corporate and antitrust litigation; corporate finance and transactions; bankruptcy and workouts; insurance and reinsurance; trusts and estates; intellectual property; and, employment law matters.

We also have years of experience advising public and private institutional clients on corporate governance matters, including board structure and composition; by-law and certificate of incorporation provisions; takeover devices; management remuneration; and accounting and reporting processes, relating to business enterprises in a multitude of industries in both foreign and, domestic financial markets. In this regard, we are highly skilled at litigating in all state and federal courts, governance and corporate transactional disputes, including: claims for corporate waste; breach of fiduciary duty; self-dealing; fairness; and improper business judgment. We are well-equipped to provide in-depth analyses of governance practices and are at the forefront of leading governance issues which best serve long-term investment objectives and principles. We also maintain relationships with domestic and international institutional investor associations, including the Council of Institutional Investors and the International Corporate Governance Network, and have been called on routinely to provide advice in connection with a wide range of shareholder issues. The Firm shares the view of our institutional clients that effective corporate governance and monitoring of business enterprises for transparency and accountability to shareholders and employees, serves the interests of all investors and preserves the integrity of our financial markets.

We also routinely interface with federal agencies, congressional and state representatives on legislative and regulatory initiatives covering governance-related issues. We have particular expertise in the requirements of the Sarbanes-Oxley Act of 2002 (as well as exchange listing

requirements) and have lectured and written on issues related to management certifications, fraud detention, internal audits and document destruction.

Our Firm provides its institutional clients with an advanced Monitoring and Reporting Program designed to furnish the most complete information available to evaluate whether: (i) to pursue securities class action litigation as a lead plaintiff or as a class member; (ii) to litigate claims on an independent basis; or (iii) not to pursue litigation. In general, our Monitoring and Reporting Program involves a regular review of our client's latest holdings in light of emerging market conditions and corporate developments to help identify matters where our clients may consider litigation. As part of our Monitoring and Reporting Program, the Firm performs a preliminary analysis that involves reviewing client losses as well as a detailed report on developing cases which includes: (i) a description of the factual and legal underpinnings of potential claims; (ii) strategies for resolution; (iii) an overview of the likelihood of recovering all or a portion of our client's losses; and (iv) the opportunities to advocate corporate governance changes. As part of our evaluation, we also advise our clients about insurance coverage and assets that may be available to satisfy any judgment or settlement; analyze the potential impact on additional investment portfolios to the extent they contain other or related securities in the subject company (for example, holdings of both common stock and corporate bonds); and related trading and investment issues impacted by litigating or otherwise actively pursuing a business resolution of claims in the situation presented.

#### **Business Transactions**

The Firm provides a broad range of legal services in the area of domestic and international business transactions where our attorneys are deeply committed to providing responsible, cost-effective and timely counseling to our clients. In addition to general corporate and commercial law, we have specialized expertise in:

- **Entity Formation:** an area in which we advise on the proper choice of entity and formation of corporations, limited liability companies and partnerships; negotiation and documentation of shareholder agreements, limited liability company agreements, partnership agreements and employee agreements, and initial funding of start-up enterprises and follow-on transactions;
- **Mergers and Acquisitions:** a historically active area of our transactional practice, we advise companies, boards of directors and shareholders/owners in mergers, acquisitions, dispositions and leveraged buy-outs;
- **Securities Issuance:** our experience includes accessing U. S. capital markets through public offerings and private placements;
- **Venture Capital:** our business-savvy attorneys understand the unique issues confronting entrepreneurs and capital providers and are regularly engaged by start-up companies, emerging growth companies and mature businesses in a wide variety of industries -- from conventional to technology-based industries -- where we represent clients that are either portfolio companies or capital providers that are engaged in equity, mezzanine and/or senior debt financings;
- **Exit Strategies:** we advise clients on the proper choice of an exit, including sales, public offerings, refinancings, recapitalizations, restructuring and spinning-off businesses;
- **Asset Protection Planning:** our attorneys advise on the transfer of an individual's assets to protect those assets from the claims of future creditors, and to minimize U.S. income, gift and estate taxation;
- **Commercial Law and Finance:** we negotiate and structure a wide variety of transactions including license, franchise and distributorship arrangements, asset-based loans and letters of credit on behalf of both lenders and borrowers; and,
- **Broker-Dealer Regulation:** we have expertise in the formation of licensed registered broker-dealers and in SEC, NYSE and NASD rules and compliance.



### **Employment and Labor**

Our employment law attorneys represent individuals and businesses ranging from closely held companies to major corporations and financial institutions. While our lawyers have handled a variety of traditional labor issues, the focus in recent years has been more on employment matters.

Entwistle & Cappucci has represented individuals, professionals, manufacturing companies, service organizations, financial institutions, insurance brokerages, and major insurance and reinsurance companies across the country in a variety of employment related matters, including: discrimination, fraud, trade-secret, unfair competition and related matters in the state and federal courts, and administrative proceedings before federal agencies such as the Equal Employment Opportunity Commission (“EEOC”) and the Office of Federal Contract Compliance Program (“OFCCP”) as well as a variety of state agencies including New York’s Human Rights Division. We have also handled labor negotiations, NLRB proceedings and various related litigations involving benefits and ERISA.

The Firm has counseled clients on procedures to avoid employment discrimination and wrongful discharge claims; on conducting employment audits; and on drafting employment agreements, policies and handbooks. In addition, we conduct lectures and other in-house training on topical issues of concern, such as the avoidance of claims in response to new OFCCP and EEOC initiatives, the Americans with Disabilities Act, Equal Pay Act, and hostile work environment and other sexual harassment claims.

### **Executive Compensation**

Our executive compensation practice includes all phases of negotiation and drafting for virtually every type of executive compensation transaction, both from the company’s and the executive’s point of view. While our executive clients have at times likened us to sports agents,

we prefer to think of ourselves as facilitators who assist them in closing an agreement in a manner that maximizes value.

We also advise directors and officers of major multi-national corporations, closely-held businesses, banks, financial institutions and start-up ventures on virtually every “boardroom” issue, including stock purchases, corporate takeovers, the purchase and sale of businesses, and other areas impacting upon their corporate responsibilities. While we strive to resolve all disputes in this area, the Firm will not hesitate to litigate matters in federal and state courts or before administrative agencies throughout the country, if necessary.

### **Government Affairs and Administrative Law**

The Firm has a national lobbying and government affairs practice representing prominent multi-national corporations, national and state associations, and small and mid-sized businesses requiring expertise in the development, management and resolution of public policy issues before the governmental community.

Our lawyers draw on their own resources and upon a network of veteran intergovernmental affairs professionals from both sides of the aisle at both the state and national levels. In this way, we can work with our clients to assure the access to and level of advocacy before decision-makers most appropriate to their specific needs.

Our unique perspective combines legal and business analyses with the insights of various intergovernmental affairs professionals to establish highly effective public affairs strategies, including coalition building, message development, crisis management, legislative tracking, public disclosure reporting, advocacy before legislative committees and regulatory agencies, and overall issue advocacy.

As in all areas of our practice, our government relations work is focused on developing, implementing and completing a common-sense based strategy to ensure that goals are met.

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### **Insurance and Reinsurance**

We represent and advise primary insurers, excess insurers, reinsurers and insurance brokers, in capacities ranging from coverage issues and regulatory matters to the defense of insurers in almost all areas of law, including the litigation of intercompany disputes, insolvencies and rehabilitations. We litigate complex insurance coverage disputes including: fraud and arson; various issues arising under commercial general liability policies -- especially large multi-site environmental and toxic tort actions (waste sites; lead paint; chemical and radiation exposure; asbestos (PD and BI), and several HIV claims); the errors and omissions of insurance professionals, attorneys and accountants; directors' and officers' liability; advertising liability; employment; disputes arising under public official and law enforcement policies; and insurer, reinsurer and, fiduciary insolvencies. Our work in these areas includes the direct representation through trial of public officials in antitrust, zoning and discrimination cases; attorneys and accountants in securities fraud, RICO and other malpractice cases; directors and officers in securities fraud, RICO and related cases; and corporations in contract, antitrust, insolvency, employment, ERISA and, product liability suits.

Whether we are actively litigating disputes or advising on coverage, regulatory and related business matters, our lawyers work hard to anticipate both the direct business effect on the client's position in a specific matter and the effect upon the client's overall position in respect of a given line of business or the insurance industry as a whole. For example, we are often asked to comment on whether a beneficial position in an inter-company coverage or reinsurance dispute will compromise the position taken by the company in other matters. We also have conducted audits of claims files and conduct employment audits for insurance industry clients to determine the appropriateness of internal regulatory policies and procedures, including

compliance with state and federal employment laws. Additionally, we have directed various internal investigations for industry and non-industry clients.

The Firm also acts as counsel to the New York State Superintendent of Insurance. In that capacity, the Firm investigates and prosecutes actions including financial and business fraud, breach of fiduciary duties and other wrongdoing by insurers placed into rehabilitation liquidation, and institutes actions against third parties (including outside auditors) for acts in connection with public filings and other regulated matters.

### **Intellectual Property and Cyberlaw**

The Firm has long counseled its clients with regard to their intellectual property rights, particularly the enforcement of those rights through litigation, arbitration or mediation. We have litigated patent, trademark and copyright cases ranging from basic trademark infringement matters to patent-antitrust cases for clients in a variety of industries.

In the last several years, this practice has grown and shifted to include representation in cyberlaw matters for computer, software, information and Internet companies. Online and Internet-related client companies including business-to-business (“B2B”) exchanges; B2B companies; B2C companies; content developers; distributors; backbone, infrastructure and telecom providers; and, software, platform and website developers. Recent transactions in this area have included everything from subscription agreements; venture capital and other financing arrangements, to content distribution; weblinking, EDI and website and software development agreements, to transactions involving corporate acquisitions, sales and mergers. We are also active in the area of unfair competition, confidentiality and issues surrounding the duty of loyalty of employees, officers and directors to the various entities with which they are affiliated. We are regularly called upon to represent corporations in drafting agreements to protect their rights regarding trade secrets, other confidential business information, software development and other

innovations including agreements limiting the future rights of employees to compete with the company post-termination.

Entwistle & Cappucci lawyers also litigate these matters when necessary to protect trade secrets and proprietary information, including source code, object code, and the documentation and design of various other technological innovations, in addition to the more traditional areas involving sales and marketing (including customer lists, pricing and the like in the sales and marketing area); scientific processes in the manufacturing, petrochemical and pharmaceutical industries; and protected information in the financial industry.

### **Trust and Estate Litigation, Planning and Administration**

Our lawyers have been at the forefront of some of the most complex and prominent litigations involving estates and trusts in the country. We represent both fiduciaries and beneficiaries in defending and prosecuting all manner of will contests; proceedings to construe testamentary documents; allegations of mismanagement, self-interested dealing and related claims involving the valuation and management of estates, trusts and other arrangements involving fiduciaries; and, virtually all other types of contested matters involving estates and trusts. More recently, our lawyers were instrumental in recovering \$54 million dollars in a hotly contested estate litigation on behalf of a disenfranchised beneficiary.

Planning for the future transfer of wealth including planning for catastrophic illness continues to be an important personal service that we provide our clients. In this area our lawyers work closely with our corporate group to structure family and closely held businesses, assist with succession planning and structuring new ventures to minimize adverse estate tax consequences. Our corporate lawyers also work closely with our estate lawyers to structure transactions during trust and/or estate administration in a way that maximizes value and minimizes the tax impact on the beneficiaries.

### **Alternate Dispute Resolution**

The Firm's lawyers are engaged in all aspects of alternative dispute resolution, including certified mediation in the federal court system. In addition, we have represented clients in various forms of alternative dispute resolution, including securities, insurance, employment and commercial arbitrations, summary jury trials, and mediations. We have found that alternative dispute resolution resolves many cases, particularly when all sides to the dispute agree that litigation is no longer an effective or efficient way of settling their dispute and when all sides are convinced they possess all of the relevant information. Whenever we are engaged in litigation or other kinds of disputes, we always consider whether alternative dispute resolution will provide a solution for the client.

### **Workouts, Reorganizations and Bankruptcy Litigation**

Our litigators, corporate lawyers and bankruptcy counsel work in concert to creatively and efficiently structure corporate workouts and reorganizations both before and in bankruptcy; advise equity holder and creditor committees; handle bankruptcy-related litigation, including the prosecution of claims and litigation of adversary proceedings; and, acquisitions out of bankruptcies and in other distressed circumstances. Most recently, these representations have included the representation of public and private institutional investors and committees in major bankruptcies, including the Enron, Global Crossing, WorldCom and OMC bankruptcies.

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*Entwistle & Cappucci LLP -- a tradition of strength, creativity and client service -- without limits.*

## **SELECTED ATTORNEY BIOGRAPHIES**

### *Partners*

#### **Andrew J. Entwistle**

Andrew J. Entwistle is a founding partner of Entwistle & Cappucci LLP. The son of a Scottish coal miner and an American schoolteacher, he received his undergraduate degree from the University of Notre Dame and his law degree from the University of Syracuse College of Law. Mr. Entwistle's practice principally involves the representation of public and private institutional investors in complex litigation and corporate finance and transactional matters.

Over the years, Mr. Entwistle has represented clients including Fortune 100 companies, public and private institutional investors, governmental and individual clients in a variety of corporate finance, and transactional matters and in complex business, securities, antitrust and bankruptcy litigation throughout the United States before federal and state courts, surrogate's and probate courts, grand juries, administrative and regulatory agencies and arbitration panels. For example, Mr. Entwistle's recent representation of the Colorado Public Employees Retirement Association in *In re Royal Ahold N.V. Securities and ERISA Litigation* led to a recovery of more than \$1.1 billion for his clients. Mr. Entwistle is also actively engaged in the defense of institutional investors and international businesses in complex securities, antitrust, bankruptcy and corporate finance related matters.

Appointed by Chief Judge Lifland of the United States Bankruptcy Court for the Southern District of New York to serve on the Court's Special Mediation Panel, Mr. Entwistle has actively litigated a number of complex bankruptcy matters including representing the Retired Employees Committee in the *OMC Bankruptcy*, equity holders in the *American Bank Note Bankruptcy* and the State of Florida in connection with the *Enron Bankruptcy*. Mr. Entwistle is also special litigation counsel for the Global Crossing Estate Representative in connection with the *Global Crossing Bankruptcy*.

Mr. Entwistle has been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, to the Order of International Fellowship, Who's Who In The World, Who's Who In America, Who's Who In The East, Who's Who In American Law, Who's Who In Practicing Attorneys, Who's Who In Emerging Leaders In America and Who's Who In Finance and Industry. The International Biographical Centre of Cambridge, England named Mr. Entwistle as its International Legal Professional of the Year for 2004 and inducted him into the Centre's International Order of Merit.

Mr. Entwistle serves as a member of the Board of Directors of Hannah & Friends. Mr. Entwistle was also named the 2003 Man of the Year by the Catholic Big Brothers for Boys and Girls after more than a decade of service on the Board of that organization which service included founding Sports Buddies, NY a partnership between the youth of New York City and athletes from the New York region's professional sports teams. Mr. Entwistle has received special commendations from the President of the United States, the Governors of the States of Georgia and Hawaii, and the New York State Assembly. He also serves as outside counsel to, and is now or has previously acted as a director on several corporate, advisory and charitable boards. Mr.

Entwistle is a member of the Board of Directors of the Giuliani Center for Urban Leadership. In addition to membership in the Federal Bar Council and various city, county, state and national bar associations, Mr. Entwistle is a member of the National Association of Public Pension Funds Attorneys and is an Educational Sustainer of the Council of Institutional Investors. Mr. Entwistle is also member of the board of directors of Hannah & Friends.

Mr. Entwistle also acts as Northeast Regional Editor for the Defense Research Institute publication *The Business Suit* (from 1998-present), is a member of various bar and business association committees (including speaking on Sarbanes-Oxley to the Federal Bar Council's 2003 Annual Bench and Bar Conference and co-chairing a New York State Bar Association Panel on Alternative Dispute Resolution for the Trial Practice Committee of the State Bar's Commercial and Federal Litigation Section), and he has lectured extensively and has been interviewed by print, radio and television journalists to provide commentary on a variety of general business law, litigation, securities antitrust, bankruptcy and trial issues. Mr. Entwistle was a member on the Federal Bar Council's 2005 Winter Bench & Bar Planning Committees, he spoke on both the Class Action Litigation and 2008 Cross Border Issues Panels at the Federal Bar Council's 2005 Conference, and he co-chairs the 2008 Supreme Court Review Sub-Committee. Mr. Entwistle is also the author of articles and publications on various legal and business topics, including: "Broader CEPA a Mixed Blessing," *New Jersey Law Journal*, April 9, 2007; "Imputation Doctrine No Longer Protects Auditors," *The Business Suit*, August 2006; "Second Circuit Update: Thompson Memorandum's Attorneys' Fees Provision Held Unconstitutional," *The Business Suit*, August 2006; "Second Circuit Update: Beer Supplier and Distributor Must Arbitrate Dispute Despite New York Law to the Contrary," *The Business Suit*, DRI, January 5, 2006; "Corporate Exposure and Employment Practices Liability," *Mealey's Reinsurance Conference*, November 2000; "Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions," *The Business Suit*, Winter 2000; "The Fine Line Between An Auditor's Recklessness and Intent to Deceive," *The Business Suit*, Summer 1999; "What a Web We Weave . . . Jurisdiction in Web-Related Litigation," *The Business Suit*, Winter 1998 (DRI); "Due Deference -- The Supreme Court Confirms the Post-Daubert Discretion of the Trial Judge as the Gatekeeper," *The Business Suit*, Winter 1998 (DRI); "Red Light, Green Light, 1-2-3: Stop and Go Traffic on the Information Superhighway," *The Business Suit*, Winter 1998 (DRI); "The Inevitable Disclosure Doctrine and the Economic Espionage Act: Emerging Weapons In the Battle to Protect Trade Secrets from Theft and Misappropriation," *The Business Suit*, Spring 1998 (DRI); "Covenants Not to Compete and the Duty of Loyalty," (DRI Spring 1997 Conference Chicago); "New York Business Law Update 1997," (New York State Society of CPA's); "New York Business Law Update 1998," (New York State Society of CPA's); "Excess Insurers Late Notice and Prejudice, American Home Puts The Issue to Rest," *New York Law Journal*, July 1993; "Managing the Risks of Accountants Liability, A Legal Perspective," *New York Society of CPA's*, 1993, 1995, 1997, 1998. In 2005 the Texas State Bar Association asked Mr. Entwistle to videotape a talk on disaster related issues to assist lawyers and other professionals in the wake of Hurricane Katrina. The videotape also received broad distribution by the State of Mississippi Governor's office.

After a brief tenure in the District Attorney's office, Mr. Entwistle became a lead trial and appellate attorney at Wilson Elser Moskowitz Edelman & Dicker, trying a broad variety of commercial, securities, insurance, fraud and government-related matters. During the following years with the Mudge Rose firm, Mr. Entwistle's trial and appellate practice also came to include



transaction-related litigation, antitrust and bankruptcy work. Mr. Entwistle's practice now focuses on representing public and private institutional investors and financial institutions in litigation, transactional and bankruptcy matters. Mr. Entwistle also works closely with the governors, treasurers and attorneys general of several states. In connection with the Firm's Corporate Practice, Mr. Entwistle has acted as lead counsel on joint ventures, restructurings, venture capital placements and a multi-billion dollar leveraged buyout.

**State Bar Admissions**

New York, New Jersey, Illinois, Texas, Colorado, District of Columbia

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second, Third, Fourth, Seventh and Eighth Circuits; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; U.S. District Court for the Northern District of Illinois; U.S. District Court for the District of Colorado; U.S. District Court for the Eastern District of Michigan; U.S. District Court for the Western District of Texas; and state and federal courts in the states of New York, New Jersey, Illinois, Texas, Colorado and District of Columbia

## Vincent R. Cappucci

Vincent R. Cappucci is a founding partner of the Firm and is Head of its Securities Litigation Practice. Throughout the years, Mr. Cappucci has served as lead counsel in many high profile securities class action and derivative litigations as well as individual actions representing some of the nation's largest public pension systems, financial institutions, money managers and wealthy individuals. He has a distinguished record of successes in class litigation, having prosecuted cases in his career which have resulted in recoveries in the billions of dollars. He has personally participated in obtaining four of the top ten securities class action recoveries ever achieved and in four of the remainder, represented public institutions electing to file direct actions. His experience includes a multitude of securities trials, arguments in numerous state and federal appellate courts, appeals to the U.S. Supreme Court, and mediation and dispute resolution.

In *In re DaimlerChrysler AG Securities Litigation*, a case that has received worldwide publicity alleging that the Daimler-Benz/Chrysler \$36 billion acquisition was falsely portrayed as a "merger-of-equals," Mr. Cappucci served as lead counsel and in August 2003, achieved the largest settlement in a non-financial fraud securities action -- amounting to \$300 million. Mr. Cappucci currently serves as lead counsel in *In re CMS Energy Securities Litigation*, one of the largest pending energy trading fraud actions involving in excess of \$8 billion dollars in falsely reported round-trip trading.

Mr. Cappucci has lectured before associations of the bar and various professional organizations and regularly appears on *CNN's Money Line* and *CNBC's Power Lunch and Business Center*, providing expert commentary on a variety of securities litigation and corporate governance issues. Mr. Cappucci has for the last two years been a faculty member of the Annual National Conference on Corporate Governance and Equity Offerings sponsored by the UCLA Anderson School of Management and University of California Rady School of Management, with this year's topic focusing on the Sarbanes-Oxley Act of 2002 and developments in corporate fraud litigation. He also addressed legal practitioners and financial professionals before the National Association of Public Pension Fund Attorneys, Council of Institutional Investors and The American Conference Institute ("Trying and Defending Securities Class Actions").

Mr. Cappucci lectured before international institutional investors on corporate governance and shareholder litigation at the 2003 and 2004 annual conferences of the International Corporate Governance Network ("ICGN") conducted in The Netherlands and Brazil. Mr. Cappucci also serves on the ICGN Accounting and Auditing Practices and Executive Remuneration Board Committees.

Mr. Cappucci is the author of numerous articles appearing in a host of publications, including: "Securities Class Actions: Settlements," *The Review of Securities & Commodities Regulation*, October, 2003; "Beyond the Sarbanes-Oxley Bill: Additional Measures to Increase Corporate Accountability and Transparency," *NAPPA Report*, September 2002; "Misreading 'Gustafson' Could Eliminate Liability Under Section 11," *New York Law Journal*, Sept. 22, 1997; "Liability for Excessive Executive Compensation," *The Corporate Governance Advisor*, March/April, 1997; "Must Reliance Be Proven To Certify A Class?," *New York Law Journal*, Aug. 30, 1996, Republished, *Securities Reform Act Litigation Reporter*, Vol. I; "Class Action Lawsuits and

Securities Fraud: A Plaintiff Lawyer's View of the Litigation Reform Act," Securities Industry News, Oct. 7, 1996; "Conflicts Between Rule 23 And Securities Reform Act," New York Law Journal, April 2, 1996; "Casino Law Is Consistent With Equal Protection," New York Law Journal, March 20, 2002; "Hot Topics in Advertising Law: Investor Fraud," The Association of The Bar of the City of New York, October 22, 2003; and "Did I Really Say That? The Truth Behind the DaimlerChrysler Merger," NAPP Report, November 2003. Mr. Cappucci is also the author of "Corporate Governance: 2005 in Review" published by Institutional Investor in its 2005 Compliance Reporter.

Mr. Cappucci received his undergraduate degree from Fordham University with a B.S. in Accounting and his law degree from Fordham University School of Law. Mr. Cappucci has also been named to the Martindale-Hubbell Bar Register of Preeminent Lawyers, for his expertise in securities litigation. In addition to membership in various state and national bar associations, Mr. Cappucci is a member of the Federal Bar Council (Member, Programs Committee), the New York State Bar Association (Committee on Securities Litigation), the National Association of Securities Class Action Attorneys, the Association of the Bar of the City of New York (Member, Committee on Consumer Affairs and Sub-Committee on Class Actions), the American Bar Association and the Association of Trial Lawyers of America. He also has been a visiting instructor at Fordham University School of Law at various conferences and Advanced Law Seminars, and is a member of the Dean's Law Advisory Committee and the Law School Planning Committee.

#### **State Bar Admissions**

New York

#### **Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second, Fifth, Seventh, Eighth and Ninth Circuits; U.S. District Court for the Eastern, Northern and Southern Districts of New York; U.S. District Court of the Central District of Illinois; U.S. District Court of the Northern District of Illinois; U.S. District Court for the Eastern District of Michigan; and all courts of the State of New York

**William S. Gyves**

William S. Gyves concentrates his practice on the litigation of complex commercial and employment matters. He chairs the Firm's commercial litigation group. In addition to defending and prosecuting claims in the traditional litigation context, Mr. Gyves has considerable experience in successfully resolving disputes through mediation, arbitration and direct pre-litigation negotiations.

Representing a diverse spectrum of clients -- ranging from the New York State Superintendent of Insurance and one of the world's premier jewelers to financial institutions and institutions of higher education -- Mr. Gyves has prosecuted and defended matters involving a correspondingly wide array of business disputes. In his employment practice, Mr. Gyves counsels and represents management in, among other things, restrictive covenant, breach of fiduciary duty, harassment, discrimination and retaliation matters.

On behalf of his clients, Mr. Gyves recently:

- secured summary judgment relating to a promissory note at the heart of a complex reinsurance program, based on crucial admissions obtained during the defendant's deposition testimony that a federal judge found to "directly contradict" the defendant's earlier sworn testimony and documentary evidence;
- obtained the pre-discovery dismissal of a federal securities fraud case and defeated a related application for injunctive relief, successfully arguing that membership interests in a limited liability company do not constitute securities under the federal securities laws;
- secured the voluntary withdrawal of a \$50 million finder's fee claim brought against a financial institution, based on the strength of a pre-answer investigation demonstrating the claim to be without factual or legal merit;
- obtained through mediation an expedited settlement on behalf of a group of hedge funds defrauded by a company's misrepresentations regarding its financial condition and prospects;
- convinced a court to compel a defendant to surrender monies shown to have been moved illegally to an offshore haven and then traced back to the defendant's principals in the United States;

- obtained injunctive relief precluding a former employee from competing with a client, demonstrating through a computer forensics investigation that the former employee had pilfered the client's confidential and proprietary materials;
- secured the pre-discovery dismissal of a putative consumer fraud class action brought against a financial institution;
- secured injunctive relief halting a construction project that had been disrupting the operations of a college campus; and,
- obtained summary judgment in favor of a financial institution in litigation arising out of a fraudulent mortgage scheme.

A *cum laude* graduate of St. John's University School of Law, Mr. Gyves was Co-Executive Notes and Comments Editor of the St. John's Law Review. After obtaining his undergraduate degree from Fordham University and before attending law school, Mr. Gyves worked for six years as a newspaper journalist, garnering a number of awards for his coverage of politics, government and other matters.

Mr. Gyves has published on a variety of legal issues, including "Welcome Relief for Lenders: Federal Truth and Lending Act Trumps New Jersey Law," New Jersey Law Journal, October 10, 2005; "Trouble No Maw: Employers Breathing Easier As Court Clarifies the Enforceability of Restrictive Covenants," The Metropolitan Corporate Counsel, July 2004; "Electronic Discovery Is a Fact of Life," New Jersey Law Journal, April 29, 2002; "Counsel and Computer Forensics Experts: Teaming Up to Get It Right on Electronic Discovery," The Metropolitan Corporate Counsel, November 2001; "Competing With Former Employers," New Jersey Law Journal, June 25, 2001; "The Duty to Disclose Inaccurate Deposition Testimony," New Jersey Law Journal, September 4, 2000; "Navigating the Minefield of Ex Parte Communications," New Jersey Law Journal, April 10, 2000; "Distinguishing Valid Fraud Claims From Trumped Up Breach of Contract Actions," The Business Suit, Winter 2000; and "The Fine Line Between An Auditor's Recklessness and Intent to Deceive," The Business Suit, Summer 1999. He also has lectured on a variety of topics, including "E-Discovery in the Post-Enron Era," Bureau of National Affairs Litigation Forum: Electronic Discovery and Document Retention, May 1, 2003, and "Defending the Deposition: Potted Plant or Savvy Litigator?" New York State Bar Association Seminar on Deposition Practice and Practicalities in State and Federal Court, April 26, 2002.

Mr. Gyves is a member of the Federal Bar Council, American Bar Association, New York State Bar Association, Association of the Bar of the City of New York, Defense Research Institute, New Jersey Defense Association, New Jersey State Bar Association, Association of the Federal Bar of the State of New Jersey, the Morris County (N.J.) Bar Association, the Bar Association of the Third Federal Circuit and the Historical Society of the United States District Court for the District of New Jersey. He is also a Master of the Brennan-Vanderbilt Inn of Court.

**State Bar Admissions**

New York and New Jersey

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second and Third Circuits; U.S. District Court for the Eastern, Northern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

**Craig E. Nelson**

Craig Nelson chairs our corporate practice and is the managing partner of our Chicago office. He graduated with a B.A. in Accounting from the University of Notre Dame, an M.B.A. from the University of Houston and a J.D. from the University of Texas School of Law.

Prior to entering the practice of law, Mr. Nelson was a certified public accountant and practiced with the international public accounting firm of Coopers & Lybrand (now PricewaterhouseCoopers). He was initially located in C&L's Chicago office where he audited companies operating in many industries including manufacturing, real estate and financial services. Most of these companies had international operations. Mr. Nelson relocated to C&L's Houston office and transferred to the tax department. His practice focused on advising venture capital firms investing in portfolio companies and buyout firms buying and selling businesses. With his financial and tax accounting skills, auditing experiences and knowledge of C&L developed valuation software, Mr. Nelson assisted clients in valuing targeted companies, developed structures to acquire controlling interests of targeted companies and prepared forecasted financial statements.

Mr. Nelson advises companies involved in a variety of transactions including mergers, acquisitions, dispositions and start-ups. He also represents clients involved in: (1) issuing debt and/or equity capital; (2) making equity and/or debt investments; (3) management buyouts (including a multi-billion dollar leveraged buyout); (4) the formation of strategic alliances; and, (5) partnership dissolutions. Several of Mr. Nelson's clients are technology-based where intellectual property is one of the most significant assets.

A significant portion of Mr. Nelson's legal practice is handling the legal needs of investors and the general transactional needs of our corporate clients. He advises both American and foreign wealthy individuals and large estates on legal matters in connection with wealth management issues such as estate planning, succession planning, the legal review of documents including investment-related documents, asset protection planning and general legal matters in connection with family-owned or controlled businesses. Mr. Nelson works closely with these individuals, their family offices and their other advisors to help develop and implement sound legal planning. Most of his clients view him as an "outsourced general counsel." Mr. Nelson advises foreign investors investing in the United States through structures that minimize worldwide taxation while legally preserving anonymity which is oftentimes desired by investors.

Mr. Nelson works with the Firm's litigators on securities law class actions and private actions. His combination of legal, accounting and business knowledge provides a valuable addition to our litigation team when conducting investigations, identifying facts and developing litigation strategy for these complex cases based on fraudulent financial statements. Mr. Nelson works with the experts on these cases to quantify damages caused by the fraud committed by the defendants in these cases. In addition to litigation related activities, Mr. Nelson oversees the Firm's monitoring services for several of our institutional clients. These monitoring services are designed to timely detect, calculate and report losses to clients resulting from investments in certain publicly traded securities.

Mr. Nelson advises syndicators of various funds (both domestic and offshore) through which investors acquire businesses or invest in U.S. securities and commodities. While representing AT&T, he negotiated and structured teaming agreements and other relevant documents among the world's largest companies engaged in infrastructure development projects in Vietnam, China, the Philippines, Indonesia, Qatar, the British Virgin Islands and other countries located in Europe and South America. Many of Mr. Nelson's clients continue to engage in cross-border transactions.

**State Bar Admissions**

Illinois



**Harold F. McGuire, Jr.**

Harold F. ("Skip") McGuire, Jr. is a graduate of Princeton University and Columbia Law School. Mr. McGuire has vast experience in a number of fields as a trial lawyer and litigation counselor with a national practice, representing plaintiffs and defendants in about equal proportion. He began his career at Cravath, Swaine & Moore and then served as an Assistant U.S. Attorney for the Southern District of New York for more than four years, during which he prosecuted numerous high-profile securities frauds and other white-collar crimes. He is currently special litigation counsel to the Global Crossing Estate Representative and is prosecuting the estate's multi-billion dollar claims arising out of Global Crossing's bankruptcy.

For more than 25 years before joining Entwistle & Cappucci, Mr. McGuire was the senior partner of a litigation boutique, McGuire, Kehl & Nealon, where he carried on a varied litigation practice. Mr. McGuire's significant cases include: the successful representation of the Major League Baseball Players Association in a series of collusion grievances against all the Major League baseball clubs, which resulted in a \$280 million settlement in the early 1990s after five years of arbitration and more than fifty days of expert testimony from economists; service as a court-appointed Special Agent to investigate and report on alleged securities and accounting frauds of International Systems and Controls Corp; representation of numerous witnesses, targets and defendants in criminal investigations and prosecutions in the areas of securities law, mail and wire fraud, antitrust and taxation; multi-million dollar civil litigation including both the prosecution and defense of class actions involving securities fraud, civil RICO, commercial contracts, ERISA entitlements, intellectual property, franchising, licensing, accounting, business torts and antitrust issues; representation of business clients in arbitration and mediation proceedings springing from contract and licensing disputes; representation of debtors and creditors in adversary proceedings in bankruptcy courts; and appellate practice in state and federal courts involving most of these subject matters.

Mr. McGuire has litigated well over a hundred matters to a conclusion in trial and arbitration proceedings, and has handled dozens of appeals in federal and state courts. He is proud of his judgment in advising clients about whether to litigate or settle. He serves on the Departmental Disciplinary Committee for the First Judicial Department. He is a member of the American Bar Association, the New York State Bar Association, The Association of the Bar of the City of New York, and The Federal Bar Council.

**State Bar Admissions**

New York

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second, Third, Fifth, Seventh and Tenth Circuits; U.S. District Courts in various jurisdictions; United States Tax Court; and all courts of the State of New York

### **Arthur V. Nealon**

Arthur V. Nealon is a partner in the Firm's Litigation Section and concentrates his practice in the resolution of commercial, securities, employment and white-collar criminal matters. He has represented corporations, partnerships and individuals at trials and appeals in federal and state courts and in arbitration proceedings at the AAA, NYSE and NASD.

A graduate of Columbia College and Columbia Law School, Mr. Nealon was a founding partner of the New York firm of McGuire, Kehl & Nealon, LLP. He was previously an Assistant to the United States Special Prosecutor, a litigation associate at Christy & Viener in New York, and an Assistant District Attorney for New York County.

Over the course of more than 20 years, Mr. Nealon has represented plaintiffs and defendants in securities, accounting and employment litigation and arbitration. He has also handled professional malpractice defense matters for attorneys, physicians and accountants, and defended individuals accused of securities, tax and financial crimes in federal and state court. He is a member of the American Bar Association, the New York State Bar Association, The Association of the Bar of the City of New York and the New York County Lawyers Association.

### **State Bar Admissions**

New York

### **Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second and Seventh Circuits; U.S. District Courts for the Eastern and Southern Districts of New York; U.S. District Court for the Central District of Illinois; and all courts of the State of New York

## **Robert N. Cappucci**

Robert N. Cappucci received his undergraduate degree from Fordham University, graduating *cum laude* and in *cursu honorum*. He received his law degree from Fordham University School of Law, where he was Articles Editor of the Fordham International Law Journal. He is the author of "Amending the Treatment of Defense Production Enterprises Under the U.S. Exon-Florio Provision: A Move Toward Protectionism or Globalism?," 16 Fordham Int'l L.J. 652 (1993). Over the years, Mr. Cappucci has litigated a wide range of securities class actions, including *In re Dollar General Corporation Securities Litigation*, Civ. No. 3:01--388 (D. Tenn.); *In re BankAmerica Corp. Securities Litigation*, Civ. No. 1264 (S.D. Georgia); and *In re CMS Energy Securities Litigation*, Civ. No. 02-cv-72004 (E.D. Michigan).

Mr. Cappucci is a member of the Commercial and Federal Litigation Sections of the New York State Bar Association and a member of the Litigation Section of the American Bar Association, The Federal Bar Council, The Association of the Bar of the City of New York, and The Association of Trial Lawyers of America.

Before entering private practice, Mr. Cappucci interned with the Honorable John E. Sprizzo, United States District Court, Southern District of New York.

### **State Bar Admissions**

New Jersey and New York

### **Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Third and Eighth Circuits; U.S. District Court for the District of New Jersey; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the Eastern District of Michigan; and all state courts of New York and New Jersey

**Johnston de F. Whitman, Jr.**

Johnston de F. Whitman, Jr., Firm partner graduated *cum laude* from Colgate University. He received his law degree from Fordham University School of Law, where he was a member of the Dean's List and was a member of the Fordham International Law Journal.

Mr. Whitman has a broad range of experience in litigating securities fraud claims and has represented public institutions in obtaining some of the largest securities class actions recoveries since the enactment of the Private Securities Litigation Reform Act of 1995 (the "PLSRA").

Mr. Whitman is also an active member of the Firm's bankruptcy practice and, along with Andrew Entwistle, drafted and argued numerous motions in the Enron bankruptcy proceedings, among others. Mr. Whitman currently serves as a member of the Trust Advisory Committee in connection with the Oakwood Homes Corporation Chapter 11 cases pending in the United States Bankruptcy Court for the District of Delaware.

Mr. Whitman practices out of our New York office. He continues to focus his practice on securities litigation, representing private and public institutions in direct and class actions.

**State Bar Admissions**

New York

**Court Admissions**

U.S. District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

**Paul R. Bradshaw**

Paul R. Bradshaw graduated from East Carolina University and attended Florida State University College of Law, where he served as an editor of the Law Review and graduated with honors. Mr. Bradshaw is the resident partner in the Firm's Florida office.

Mr. Bradshaw previously served as an attorney for the Florida Department of Community Affairs. Under the administration of Governor Bob Martinez, he acted as staff counsel to the Governor and Cabinet on environmental issues and between 1988 and 1990, headed the state division charged with implementing Florida's landmark growth management legislation. He then advanced to Chief Cabinet Aide to Governor Martinez and Director of Florida's Office of Planning and Budgeting, serving as such until 1991, when he left state government to enter private practice. Mr. Bradshaw recently worked as a consultant to Governor Jeb Bush both in connection with his 1998 gubernatorial campaign and more recently on a variety of legislative issues.

Mr. Bradshaw has extensive experience in handling regulatory and administrative matters through state agencies and the courts, as well as in monitoring and tracking legislation and in preparing legislative and political strategies for clients.

**State Bar Admissions**

Florida

### **Richard E. Nawracaj**

Richard E. Nawracaj has exceptional experience as both in-house and outside counsel with a background and expertise in information technology law, intellectual property law, commercial transactions, mergers and acquisitions, and litigation/dispute resolution. Mr. Nawracaj is a skilled negotiator with a solid understanding of the relationship between the law and furthering business interests, with a proven ability to successfully position organizations to attain specific objectives.

Mr. Nawracaj received a B.S. degree in Biochemistry from the University of Illinois-Champaign-Urbana in 1990. He went on to graduate from Loyola University with a J.D. where he was the recipient of American Jurisprudence award for highest grade in Sales and Securities. Mr. Nawracaj later went on to J.L. Kellogg Graduate School of Business, where he triple majored in Management and Strategy, Finance and International Business.

Mr. Nawracaj is regarded as a key advisor of senior management with aptitude to resolve matters in a desirable legal as well as business manner. He maintains a creative legal and business mind, with the capability to grasp complex legal, financial and business concepts with ease.

Prior to joining Entwistle & Cappucci as Partner, Mr. Nawracaj was Assistant General Counsel at Divine, Inc. and prior to that, at MarchFirst, Inc. His key accomplishments there included his negotiations of software reseller agreements for third party intellectual property incorporated in corporate software products and establishing, implementing and managing a program for third party licensing of corporate patents, creating \$5 million in new annual revenue. In addition, Mr. Nawracaj successfully managed five lawsuits concerning theft and improper use of corporate intellectual property by former employees.

Mr. Nawracaj is a member of the Illinois State Bar Association and the American Bar Association and principally practices out of the Chicago office.

### **State Bar Admissions**

Illinois

### **Other Admissions**

U.S. Patent and Trademark Office

**Alix R. Rubin**

Alix R. Rubin concentrates her practice in the areas of employment law and complex commercial litigation and is a partner in the Firm's litigation and employment groups. Based in the Firm's New Jersey office, Ms. Rubin counsels and represents both institutional and individual clients in a variety of business disputes in federal and state courts as well as before administrative agencies, mediators, and arbitrators.

Ms. Rubin has achieved the following results for her clients:

- dismissal of a student's disability discrimination claim against a university on summary judgment in federal court;
- injunction against New Jersey's enforcement of discriminatory trucking regulations that violate the dormant commerce clause, which was upheld by the federal appeals court;
- dismissals of discrimination charges filed with the Equal Employment Opportunity Commission;
- reversal of the federal district court's erroneous dismissal of claims of two Chinese waitresses against their former employer for wage and hour violations as well as ethnicity and gender discrimination;
- favorable settlements in preference actions in the bankruptcy court;
- guardianships for incapacitated persons; and,
- asylum and permanent resident status for individuals and their families who fled from countries in which they were persecuted and tortured for their political beliefs.

Ms. Rubin also counsels clients with respect to the following:

- negotiation of employment and severance agreements;
- updating employee handbooks to comply with relevant statutes and regulations; and,
- reductions in force.

A graduate of the University of Pennsylvania Law School, Ms. Rubin was Associate and Book Review Editor of the Comparative Labor Law Journal as well as a Legal Research Fellow. After obtaining her Bachelor of Arts Degree in English and French *magna cum laude* from Tufts

University, she earned a Master of Journalism Degree from Temple University before attending law school.

Ms. Rubin is a member of the American Bar Association, New Jersey State Bar Association and its Pro Bono Committee and the Association of the Federal Bar of the State of Jersey. She served as a facilitator on the New Jersey World Trade Center Disaster Legal Response Team, and was named 2003 Pro Bono Attorney of the Year by Volunteer Lawyers for Justice, on whose board she currently serves. Prior to joining Entwistle & Cappucci, Ms. Rubin was associated with the New Jersey law firm of Lowenstein Sandler.

### **Publications**

“Independent Contractors Can Be Protected Under New Jersey’s Whistleblower Statute,” The Metropolitan Corporate Counsel, September 2007;

“Broader CEPA a Mixed Blessing,” New Jersey Law Journal, April 9, 2007;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Thompson Memorandum’s Attorneys’ Fees Provision Held Unconstitutional,” The Business Suit, DRI, August 15, 2006;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Sarbanes-Oxley Permits Corporation to Advance Defense Costs to Its Officers and Directors,” The Business Suit, DRI, April 25, 2006;

Co-author with Andrew J. Entwistle, “Second Circuit Update: Beer Supplier and Distributor Must Arbitrate Dispute Despite New York Law to the Contrary,” The Business Suit, DRI, January 5, 2006;

“Circumstantial Proof Is Sufficient,” New Jersey Law Journal, December 26, 2005;

Contributing author, The Practical Guide to Federal and New Jersey Employment Law: The Employer’s Resource, Lowenstein Sandler PC and NJBIA, 2001-2002 and Second editions;

“Anonymous ‘Posters’ Complicate Discovery,” New York Law Journal, November 19, 2001;

“The Americans With Disabilities Act, Reasonable Accommodations and Therapists’ Responsibilities,” OT Practice, Volume 3, Issue 7, July/August 1998;

“Mental Disabilities and the ADA: What’s an Employer to Do?” Exploring the Real World of Employee Relations: An Interactive Workshop, January 21, 1998;

“What the Balanced Budget Act Means for New Jersey Health Care Providers,” Hanocho Weisman Health Update, Volume III, No. 3, Fall 1997;

“HIV Positive, Employment Negative? HIV Discrimination Among Health Care Workers in the United States and France,” Comparative Labor Law Journal, Volume 17, No. 2, Winter 1996.



**State Bar Admissions**

New York, New Jersey and Pennsylvania

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Second and Third Circuits; U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all state courts of New York, New Jersey and Pennsylvania

*Senior Counsel***Stephen D. Oestreich**

Stephen D. Oestreich joined Entwistle & Cappucci as Senior Counsel to the Firm after spending 25 years as a Senior Partner and Co-Chairman of the Litigation Department of another New York firm.

Over the years, Mr. Oestreich has served as lead or co-lead counsel in numerous securities class actions and derivative actions. Among his many noteworthy cases, Mr. Oestreich was a lead attorney in *In re The Standard Oil Company/British Petroleum Litigation*, which resulted in a benefit of over \$600 million to the class; *Joseph, et al. v. Shell Oil Company, et al.*, a class action before the Delaware Chancery Court, which resulted in a \$205 million settlement for the benefit of the class; *In re Donnkenny, Inc. Securities Litigation*; *In re Salomon Brothers Securities Litigation*, which settled for \$52 million; and the *Itel Securities Litigation*, which resulted in a class settlement of over \$40 million.

Mr. Oestreich was also appointed by the Delaware District Court as lead counsel in the *In re Phillips Securities Litigation* and served as a member of plaintiffs' executive committee, as well as plaintiffs' lead settlement counsel in the *In re Gulf Oil/Cities Service Tender Offer Litigation*. Mr. Oestreich also served as co-lead counsel in, and was co-trial counsel in *Sirota v. Solitron Devices, Inc.*, which, after an eleven-day trial, resulted in a jury verdict for the plaintiff class on all issues of liability and damages. Mr. Oestreich was recently retained by the Global Crossing Estate Representatives as special litigation counsel in connection with the *Global Crossing Bankruptcy* to recover funds on behalf of the Trust.

Mr. Oestreich graduated from Bucknell University (B.S./B.A.) and Fordham University Law School (J.D.), where he was a member of the Law School's National Moot Court Team and Sutherland Moot Court Team and was the recipient of the George W. Bacon Award and I. Maurice Wormser Award. After law school, he served as trial attorney with the Enforcement Division of the United States Securities and Exchange Commission in its New York Regional Office, where he represented the SEC in numerous hearings and trials.

Mr. Oestreich is presently a member of the Committee on Securities and Exchanges and the Federal Courts Committee of the New York County Bar Association. His experience also includes serving as Special Master for the Supreme Court of New York and as an arbitrator in the United States District Court for the Eastern District of New York. Aside from his practice, Mr. Oestreich has also been a guest lecturer on the subject of securities litigation at the Federal Bar Association and at the Rutgers Graduate School of Business. Most recently, Mr. Oestreich has been called upon by financial news networks to discuss recent developments involving the securities laws. In 1998, he was the recipient of the Man of the Year Award for the Long Island Chapter of the Crohn's and Colitis Foundation of America.

**State Bar Admissions**

New York

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the First, Second, Third and Ninth Circuits; United States District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

*Of Counsel*

**M. Diane Allbaugh**

M. Diane Allbaugh graduated from Cameron University and holds a J.D. from the University of Oklahoma. She is a member of the Bars of the State of Texas, Oklahoma and the District of Columbia and has published articles in many national law publications.

Ms. Allbaugh represents a unique cross-section of clients, including public utilities, higher education institutions, health care entities and telecommunications companies in many states on issues primarily relating to various intergovernmental matters.

In 1997, Ms. Allbaugh organized a unique coalition of corporations, associations and state offices to host a symposium on long-term care at the LBJ School of Public Affairs at the University of Texas at Austin. Partners in the coalition included those representing both sides of long-term care issues, including state agencies, legislative offices, associations, HMO's and major corporations.

As Legal Counsel and Executive Assistant to the Vice Chairman of the Oklahoma Tax Commission from 1992 to 1994, Ms. Allbaugh assisted in developing a strategic plan for reengineering the agency. Prior to this, Ms. Allbaugh served as Assistant General Counsel for the Oklahoma Tax Commission and practiced in the federal, state, county and administrative courts.

**State Bar Admissions**

District of Columbia, Oklahoma and Texas

**Hon. Thomas W. Alfano**

Thomas W. Alfano received his undergraduate degree from Fordham University where he was class valedictorian and elected to Phi Beta Kappa. He received his law degree from Fordham University School of Law and is admitted to all state and federal courts serving New York State.

Mr. Alfano currently acts in a Senior Counsel capacity in various securities, antitrust and consumer fraud litigations. Mr. Alfano has extensive trial experience and was previously associated with Skadden, Arps, Slate, Meagher & Flom.

Mr. Alfano was elected to the New York State Assembly in 1996. He represents the 22nd Assembly District which covers southwest Nassau County. During his second term in the Assembly, Mr. Alfano was selected to serve as Vice-Chairman of the Assembly Joint Conference Committee. In this capacity, Mr. Alfano has been speaking and leading the Conference on issues relating to job creation, tax, education and healthcare. Mr. Alfano has also assisted in spearheading the Governor's Office of Regulatory Reform's State Legislature Outreach Program, formed to solicit input from citizens and businesses across the state to reform the regulatory process. Mr. Alfano is a frequent commentator on state legislative television programs broadcast from the State Capitol. Additionally, he has made guest appearances on New York City's National Public Radio on current legislative issues.

Mr. Alfano was also named to serve on the New York State Legislative Budget Conference Committee. The Conference Committee is comprised of leaders from the Senate and Assembly who formulate the state budget.

Mr. Alfano is a member of the American Legislative Exchange Council, Council of State Governments, National Conference of Insurance Legislators where he sits on the Property and Casualty committee and the subcommittee on Natural Disaster Insurance Legislation, the National Republican Legislators Association and the Nassau County Bar Association.

**Dr. M. Hossein Bor**

M. Hossein Bor received a Masters in Comparative Law from George Washington University Law School and Ph.D. and Masters Degree in International Law and International Relations from American University. Dr. Bor also has a degree in law from Tehran University and is a member of the Bar of the District of Columbia.

Dr. Bor served as Energy and Economic Advisor to the Embassy of the State of Qatar in Washington, D.C. from 1982 to 1998. His practice includes commercial law, international law, international relations, energy and petroleum, international trade, international transactions, corporate law, contracts, and administrative law.

Dr. Bor is active in facilitating trade, joint ventures, investment, and project development between American corporations and their counterparts from the Gulf (G.C.C.) countries. He advises U.S. companies about conducting business in the Gulf and overseas corporations about business operations in the U.S., including analysis of U.S. and foreign policy and regulatory issues. Dr. Bor maintains a wide range of contacts among government officials, lawyers, the business community and academia in the United Arab Emirates, Qatar, Saudi Arabia, Kuwait, Bahrain and Iran.

Dr. Bor serves as an Adjunct Professor of Law at the Catholic University of America and he has written extensively on various issues relating to the Middle East, including the critically regarded treatise *Iran and Its Nationalities*, Karachi: Pakistan Adab Publication, 2000. Dr. Bor has also appeared widely on television and radio broadcasts, including the Voice of America and BBC.

**John A. Bohn**

John A. Bohn served for seven years as the President of Moody's Investors Service, the world's leading credit research and analysis company and a major publisher of financial information, with more than 1,500 employees in 10 countries. Mr. Bohn came to Moody's from a three-year term as President and Chairman of the Export Import Bank of the United States ("EXIMBANK"), a United States government corporation that finances and insures the sale abroad of American produced goods. During his tenure, EXIMBANK provided some \$6 billion per year in loans, guarantees and insurance in more than 25 countries. Prior to his service with the bank, which he began as First Vice President and Vice Chairman, Mr. Bohn was Special Assistant to the Secretary of the Treasury, and United States Ambassador and Executive Director at the Asian Development Bank in Manila. Mr. Bohn advises corporate officers and directors on governance issues, counsels on transactional matters, and also currently sits on or chairs the Boards of several organizations whose focus is the Internet or other emerging technologies.

Mr. Bohn graduated with honors from Stanford University, he attended the London School of Economics as a Fulbright Scholar and then graduated in law from Harvard University. After practicing law in California and the Pacific Rim, Mr. Bohn joined the Wells Fargo Bank, where he spent four and one-half years in Tokyo, responsible for Far Eastern activities and, later, was head of the Bank's International Group in Los Angeles at its North American Division in San Francisco. A member of the Foreign Service Association, Mr. Bohn served on the Board of Directors of The Center for International Private Enterprise in Washington, D.C. for four years and serves as a Director of the National Committee on U.S.-China relations. He is a member of the Counsel on Foreign Relations and the Economic Club in New York. He is also a Trustee of The Monterey Institute in California, a member of the Council for Excellence in Government in Washington, and a member of a number of corporate boards.

**State Bar Admissions**

California and Guam

**Court Admissions**

U.S. Supreme Court; U.S. Court of Appeals for the Ninth Circuit; U.S. District Court for the Northern District of California; Trust Territory of the Pacific Islands; and all courts of the State of California and Guam

**Warren P. Taylor**

Warren P. Taylor studied at Princeton University and the University of Oklahoma which ultimately awarded him both a Bachelor of Arts and his law degree. Mr. Taylor is admitted to practice before the U.S. Tax Court, the U.S. Military Court of Criminal Appeals, the U.S. Supreme Court and the courts of the State of Oklahoma. While on active duty in the Army, Mr. Taylor received the Bronze Star, Defense Meritorious Service medal, 4 Army Meritorious Service medals, the Army Commendation medal, and various foreign awards and meritorious unit awards.

Following his service in the field and after obtaining his law degree, Mr. Taylor served in various legal positions in the Army, including: Staff Judge Advocate, 2nd Infantry Division, Republic of Korea (Senior Legal Advisor to the Commanding General); Deputy Staff Judge Advocate, 4th Infantry Division; Command Judge Advocate, Military Assistance Command (Vietnam) (principal legal advisor to the U.S. Commanding General of Military Region IV, Mekong Delta, Republic of Vietnam); and Team Chief, Office of the Chief Trial Attorney of the Army (represented the Department of the Army in multi-million dollar contract disputes). Mr. Taylor then served as Legal Advisor to the Secretary of the Army, advised the Secretary on Congressional investigative activities, developed and implemented "Legislative Action Plans", acted as liaison with Congressional Oversight and Investigative Committees, represented Department of the Army witnesses appearing before Congress, and acted as Lead Counsel for the Army in all personnel and procurement matters pending before the Congress.

Subsequently, Mr. Taylor was selected by General Colin Powell (then Senior Military Assistant to the Secretary of Defense) to be the Legislative Counsel to Secretary Weinberger. In this capacity, Mr. Taylor developed and implemented defense procurement and acquisition policies, acted as counsel to the Secretary and Deputy Secretary of Defense and other Department of "Defense executives appearing before Congressional Committees, developed "Legislative Action Plans," wrote legislation in coordination with executive and legislative branch executives and successfully advocated before the U.S. Congress for the procurement of advanced weapons systems and for increased funding of "quality of life" programs for all branches of the U.S. military. Mr. Taylor traveled extensively with Members of Congress and private sector executives as an advisor on national security and defense procurement and acquisition policies and procedures.

Since leaving the Department of Defense and entering the private sector, Mr. Taylor has represented clients in a variety of government relations, litigation and transactional matters including: representing the U.S. Air Force Association before the U.S. Congress; major defense contractors in connection with procurement issues; and a coalition of several American companies that successfully obtained a multi-million dollar contract to dismantle Russian chemical and biological weapons. Mr. Taylor has also represented the Russian Federation in connection with various matters.

Mr. Taylor's extensive experience domestically before Congress, the Department of Defense, National Guard and various branches of the Armed Services and his overseas contacts in the former Soviet Union and the Middle East, place him in a unique position to assist domestic and foreign companies on government relations, corporate and litigation issues.



**Alfred V. Greco**

Alfred W. Greco received his undergraduate degree from Hunter College of the City University of New York, his law degree from Fordham University and is admitted in all state courts and federal courts in the Eastern and Southern Districts of the State of New York.

Mr. Greco started his legal career as a staff attorney with the Securities & Exchange Commission, Enforcement Division. In this capacity in the SEC's New York Regional Office, Mr. Greco engaged in all phases of enforcement matters involving injunctive actions in the federal courts against alleged violators of the securities laws including public corporations, securities brokerage firms and member firms of the New York Stock Exchange. The foregoing included supervision of preparation and review of extensive investigative reports, depositions and paperwork incident to litigation involving temporary restraining orders, preliminary injunctions and consent decrees. Mr. Greco also participated in and supervised administrative proceedings involving enforcement of all phases of the securities laws with respect to the brokerage community and its registered representatives. Mr. Greco left the SEC to enter private practice and later served as an adjunct professor of Law at Fordham University.

In the course of his private practice, Mr. Greco represents clients from a broad spectrum of the business world including securities underwriters, member firms of the New York Stock Exchange and foreign public and private corporations. This representation has covered all aspects of the federal securities laws including defense of enforcement proceedings and injunctive actions in both the federal and state courts and arbitration proceedings before the National Association of Securities Dealers and the New York and American Stock Exchanges.

During the past twenty-five years, Mr. Greco has represented a broad array of public and private corporations and securities underwriters in both litigated and transactional matters. He has had extensive experience in the preparation of registration statements and the required documentation relating to the public offering of securities, including preparation of complex prospectuses, negotiating and preparing complex underwriting agreements and preparation of documents for compliance with state (blue sky) and federal securities laws. Mr. Greco's area of expertise includes merger and acquisition transactions and the negotiation and preparation of complex documents in connection therewith.

Mr. Greco's extensive knowledge and broad experience has placed him in a unique position to represent or act as a special counsel for other law firms to advise novice as well as seasoned corporations concerning financing and equity offerings as well as acting as a troubleshooter with respect to compliance with the federal securities laws.

### **Thomas J. Bonner**

Thomas J. Bonner graduated from the University of Notre Dame Law School where he received his J.D.. He is admitted to the Bar of the State of New York and Chairs the International Law and Practice Section of the New York State Bar Association.

Mr. Bonner has extensive experience in general commercial litigation, corporate, banking law, international trade, international finance, real estate finance and loan reorganization.

#### **State Bar Admissions**

New York

### **Rex A. Guest**

Rex A. Guest received his undergraduate degree from the University of Illinois and his law degree from the Loyola University of Chicago in 1955, ranking fourth in his class. Mr. Guest practices tax law with a special emphasis on federal and state tax disputes and Tax Court litigation.

As a revenue agent with the Internal Revenue Service from 1948 to 1955, Mr. Guest examined and investigated Federal individual, partnership, fiduciary and corporation returns with primary emphasis on corporate returns. Mr. Guest conducted the investigation of approximately 100 cases in which a civil fraud penalty was sustained. Mr. Guest also participated in two cases resulting in convictions for criminal tax evasion.

Mr. Guest served as: trial attorney with the Office of Chief Counsel, Internal Revenue Service in Milwaukee, Wisconsin (1955-1965); head of the New Orleans office (1965-1967); head of the Kansas City office (1967-1970); Staff Assistant to the Regional Counsel in Chicago (1970-1978); and as Assistant District Counsel from June, 1978 until entering private practice.

Mr. Guest's litigation experience includes every stage of disputed tax cases, whether income, estate or gift tax, furnishing advice to the District Director, reviewing proposed notices of deficiency as to form and legal sufficiency, directing supplemental investigations by revenue agents or special agents, and appearing in court representing the Government during trial. Mr. Guest has tried in excess of 30 cases in the Tax Court, many of which were of several weeks duration. Mr. Guest has also tried a significant number of civil fraud cases.

Mr. Guest has also litigated Freedom of Information and disclosure cases; foreclosure and quiet title actions under U.S.C. §2410, U.S.C.; suits by the United States to reduce its tax claims to judgment and/or to foreclose its tax liens; suits to enforce compliance with levies; cases involving priority of tax claims in bankruptcy proceedings and corporate reorganizations, and in state receivership proceedings and probate proceedings. Mr. Guest has also handled several refund suits in the District Court and Court of Federal Claims, as well as a number of criminal tax cases.

#### **State Bar Admissions**

Illinois and Wisconsin

**Court Admissions**

U.S. Tax Court; U.S. District Court for the Northern District of Illinois; U.S. District Court for the Eastern District of Wisconsin; and all courts of the States of Illinois and Wisconsin

**William B. Horton, II**

William B. Horton, II received his B.A. from John Hopkins University, his J.D. from Baylor University and his LL.M. from the University of Washington. He is a member of the Association of the Bar of the City of New York, Washington State, New York State and American Bar Associations. Mr. Horton is also a member of the Japan-American Legal Society and is fluent in Japanese.

Mr. Horton is a recipient of the American Jurisprudence Award, Conflict of Laws, and has authored "Taxing the Attorneys' Income in Japan" 14 Law in Japan, An Annual 104.

Mr. Horton represents a cross-section of clients including finance, corporate, entertainment, intellectual property and insurance.

## **Randy C. Cain**

Prior to his association with the Firm, Randy C. Cain was a partner at Brown McCarroll, LLP. Before a merger with Brown McCarroll in 2003, he was a partner at the Austin law firm of Hilgers & Watkins, PC, where he started that firm's Legislative Section.

Prior to that, Mr. Cain served as general counsel to the Texas Secretary of State. As general counsel he was chief legal advisor to the Secretary on all matters within agency jurisdiction, including election law, agency administration, ethics, and statutory filings.

Mr. Cain served as deputy to the Assistant Secretary for Legislative Affairs at the U.S. Department of the Treasury. As a member of Secretary Bentsen's legislative staff, he worked on the passage of NAFTA, budget reconciliation and banking regulatory consolidation, among other issues. In that capacity, Mr. Cain met with congressional staff on treasury legislative initiatives, set up meetings with members of Congress and prepared legislative briefings for the Secretary of the Treasury.

Prior to his work at the Treasury, Mr. Cain was legislative director in Washington, D.C. for Senator Lloyd Bentsen. He directed a legislative staff of twelve persons and supervised preparation of legislation, floor statements, and the development of policy positions and legislative initiatives.

Mr. Cain received an undergraduate degree in General Business from the University of Texas at Austin. After receiving his law degree from Baylor University, Mr. Cain worked for Hilgers & Watkins, P.C. for three years before he took the position of Assistant City Attorney for legislative affairs for the City of Dallas. Mr. Cain represented the interests of the City Council as legislative liaison to both State and Federal legislatures and agencies.

Mr. Cain is a member of the Phi Delta Phi Fraternity; State Bar of Texas; and he served as the Travis County Bar Association's Director of CLE Seminar on Legislative Practice in 1998.

### **State Bar Admissions**

Texas

### **Court Admissions**

U.S. District Court for the Western District of Texas and all courts of the State of Texas

**Edward Budy, Esq.**

Edward Budy has extensive experience in corporate matters related to health care, manufacturing and regulated businesses. He concentrates his practice on corporate and commercial business transactions. Mr. Budy has negotiated numerous stock and asset purchase agreements, bank loan documentation, asset based and cash flow credit facilities, mezzanine financing, software licenses, real estate leases and equipment leases, and has advised companies on strategic business initiatives as well as risk management and financing issues.

Most recently, Mr. Budy was the General Counsel for Addus HealthCare, Inc., one of the largest providers of in-home support services, with further interests in home medical equipment, medical staffing and correctional health care. At Addus, Mr. Budy oversaw complex litigated matters involving the protection of trade secrets; state and federal class actions involving Fair Labor Standards Act wage and hour issues; e-discovery and forensics. He handled HIPAA training and compliance, and employment and human resource matters including hiring and employment contracts, disciplinary actions, terminations, separation agreements and EEOC claims.

Mr. Budy has also served as General Counsel for Norcross Companies, a conglomerate with interests in protective and sport footwear, building material supplies, wholesale hardware distribution, fireplace furnishings and meteorological balloons. He also has experience in the adult and child day care businesses as General Counsel of Children Today, a provider with 80 centers in the Midwest and Southeast.

Mr. Budy embraces the philosophy that legal solutions should also be business solutions, and that he is a business partner as well as a legal counselor. He believes that he must be both an effective advocate and an efficient and timely provider of his services. With over 20 years of in-house experience, Mr. Budy has been a business adviser and counselor as a member of upper management responsible for strategic and tax planning, casualty and benefits insurance programs, pension and 401(k) plans, and mergers and acquisitions. His experience includes all aspects of corporate and limited liability company formation, operation, termination and governance.

Mr. Budy is a graduate of the Louis D. Brandeis School of Law at the University of Louisville. He received his Bachelor of Arts in Political Science from the University of Louisville.

**State Bar Admissions**

Illinois and Kentucky

**Court Admissions**

U.S. District Court for the Western District of Kentucky; and all courts in the States of Illinois and Kentucky

*Associates*

**Richard W. Gonnello**

Richard W. Gonnello graduated *summa cum laude* from Rutgers University with a B.A. in Classics and History where he was named Phi Beta Kappa. He received his J.D. from UCLA Law School.

Prior to joining Entwistle & Cappucci, Mr. Gonnello participated in corporate internal investigations and led numerous securities actions, commercial litigations and arbitrations from initiation to settlement.

**State Bar Admissions**

New York

**Court Admissions**

U.S. District Court for the Eastern and Southern Districts of New York; and all courts of the State of New York

**Jonathan H. Beemer**

Jonathan H. Beemer concentrates his practice on securities litigation and complex commercial disputes. Mr. Beemer has represented both underwriters and institutional investors in direct and class actions in federal and state courts. He has also represented parties in bankruptcy-related litigation, and litigation involving antitrust, the False Claims Act, and civil RICO claims.

Mr. Beemer graduated from Oberlin College with a B.A. in History. He received his J.D. from Brooklyn Law School, where he was the Managing Editor of the *Brooklyn Law Review*. Prior to joining Entwistle & Cappucci, Mr. Beemer served as a law clerk to the Honorable Marilyn Dolan Go, United States Magistrate Judge for the Eastern District of New York.

**State Bar Admissions**

New York

**Court Admissions**

U.S. District Court for the Southern and Eastern Districts of New York; and all courts of the State of New York



## **Robert M. Travisano**

Robert M. Travisano, an associate in the Firm's commercial litigation group, concentrates his practice in the area of complex business disputes. Mr. Travisano counsels and represents institutional clients in a broad range of business disputes in the federal and state courts of both New York and New Jersey. He also has represented managed care organizations and third-party administrators in litigations involving the Federal Employees Health Benefits Act and commercial contracts. In addition, Mr. Travisano has represented foreign and domestic insurers in the litigation and negotiation of complex coverage disputes in connection with fidelity, general liability, director and officer, and property and casualty policies.

Mr. Travisano graduated from St. John's University School of Law after his undergraduate studies at Villanova University. At St. John's, Mr. Travisano served as the Executive Notes and Comments Editor for the St. John's Journal of Legal Commentary. Upon graduation from St. John's, Mr. Travisano served as a law clerk to the Honorable Joseph A. Falcone, Assignment Judge, Superior Court of New Jersey.

### **Publications**

Co-author, "Second Circuit Update: Merchant Lacks Standing to Assert Antitrust Claims Against Credit Card Companies for Chargeback Fees," The Business Suit, December 22, 2006;

Co-author, "Imputation Doctrine No Longer Protects Auditors," The Business Suit, DRI, August 15, 2006;

Co-author, "Welcome Relief for Lenders: Federal Truth in Lending Act Trumps New Jersey Law," New Jersey Law Journal, October 10, 2005;

Co-author, "What is Past is Prologue: Why Congress Should Reject Current Financial Reform Legislation and Breathe New Life Into Glass-Steagall," 13 St. John's Journal of Legal Commentary 373 (1998).

### **State Bar Admissions**

New York and New Jersey

### **Court Admissions**

U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

### **Helen Chung**

Helen Chung graduated from Cornell University with a B.S. in Communication. She received her law degree from Boston University. Upon finishing law school, Ms. Chung entered private practice and handled complex commercial litigation. At the Firm, Ms. Chung practices in the area of securities litigation and is currently working on *Global Crossing Estate Representative v. Gary Winnick, et al.* pending in the Southern District of New York.

#### **State Bar Admissions**

New York

#### **Court Admissions**

U.S. District Court of the Eastern and Southern Districts of New York; and all state courts of the State of New York

### **Michael A. McDonough**

Michael McDonough's areas of practice include commercial litigation and intellectual property law. He has represented a diverse range of clients in a broad range of business related disputes.

Mr. McDonough graduated from the University of Scranton with a B.A. in History. He received his law degree from St. John's University School of Law, where he was an editor on the St. John's Journal of Legal Commentary.

#### **Publications**

"Mail Fraud and the Good Faith Defense," 14 St. John's Journal of Legal Commentary 279, (1999)

#### **State Bar Admissions**

New York and New Jersey

#### **Court Admissions**

U.S. District Court for the Eastern and Southern Districts of New York; U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

### **Jordan A. Cortez**

Jordan A. Cortez is an honors graduate of Dartmouth College where he received a B.A. in Government. He received his J.D. from the University of Notre Dame Law School where, as a member of the Notre Dame Seventh Circuit Moot Court team, he prepared an appellate brief and participated in oral argument on behalf of a habeas corpus petitioner before the Seventh Circuit Court of Appeals in Chicago, Illinois.

#### **State Bar Admissions**

New York

**Shannon L. Hopkins**

Shannon L. Hopkins focuses her practice on complex securities class actions on behalf of defrauded investors. Ms. Hopkins graduated *cum laude* from Bryant College with a B.S.B.A., dual concentration in accounting and finance. She received her law degree from Suffolk University, *magna cum laude*. During law school, Ms. Hopkins was a member of the Journal of High Technology and authored a note entitled, "Cybercrime Convention: A Positive Beginning to a Long Road Ahead," 2 J. High Tech. L. 1010. Ms. Hopkins also served on the executive board of Phi Delta Phi. She is also a certified public accountant.

**State Bar Admissions**

New York and Massachusetts

**Court Admissions**

U.S. District Court for the District of Massachusetts, U.S. District Courts for the Southern and Eastern Districts of New York, all courts of the State of New York and the Commonwealth of Massachusetts

**Laura J. Babcock**

Laura J. Babcock is an associate in the Firm's securities litigation group. Ms. Babcock graduated from the University of Connecticut with a B.S. in Business Technology with a concentration in Finance. While at UCONN, she was a two-time New England Scholar. She received her J.D., *cum laude*, from Pace University. At Pace, she was a member of the ATLA and NADCL Trial Advocacy Teams.

She is a member of the American Bar Association, New York Bar Association and the New York County Lawyers Association.

**State Bar Admissions**

New York and Connecticut

**Court Admissions**

U.S. District Courts for the Southern and Eastern Districts of New York; U.S. District Court for the District of Connecticut; all courts of the States of New York and Connecticut

**James C. Bitanga**

James C. Bitanga is an associate in the Firm's securities litigation group. He graduated from Ateneo de Manila University in the Philippines with a B.S. in Business Management and Communications Technology. Mr. Bitanga has won several international awards as a parliamentary debater including an Asian Championship, final 16 of the World University Debating Championships and the distinction of judging the World Grand Final Round during his undergraduate studies.

Mr. Bitanga received his J.D. from Boston College Law School, where he served as Chair for Moot Court in the Board of Student Advisors. He was a member of the Philip C. Jessup International Law Moot Court Team, where he ranked as one of the best oralists in that competition. He was also a semi-finalist in the BSA Mock Trial Competition.

Mr. Bitanga is a member of the Business Law and Litigation sections of the American Bar Association. Prior to his legal career, he worked as an advertising executive.

**State Bar Admissions**

New York

### **Michael H. Rosner**

Michael H. Rosner focuses his practice on complex securities litigation, representing private and public institutions in direct and class actions.

Mr. Rosner received his law degree from Fordham University School of Law, where he graduated *magna cum laude* and was a member of the Law Review. He received a B.A. in Psychology from the State University of New York at Albany, where he graduated *summa cum laude* and was elected a member of Phi Beta Kappa.

#### **State Bar Admissions**

New York

#### **Court Admissions**

U.S. Court of Appeals for the Second Circuit; U.S. District Courts for the Southern and Eastern Districts of New York; and all courts of the State of New York

### **Daniel M. Meier**

Daniel M. Meier attended New York University and graduated with a Bachelor of Arts degree in Honors Economics. He received his J.D. from Fordham University School of Law.

While attending Fordham, Mr. Meier was Notes & Articles editor for the International Law Journal, President of the Jewish Law Students Association and a staff member of the Board of Student Advisors. He was also the *cum laude* recipient of the Archibald R. Murray Public Service Award.

Prior to joining Entwistle & Cappucci, Mr. Meier was an intern at the New York Stock Exchange and the Fordham University Criminal Defense Clinic. In addition, he was a research assistant at Fordham for Professor Nicholas Johnson.

#### **State Bar Admissions**

New York

New Jersey

#### **Court Admissions**

U.S. District Court for the District of New Jersey; and all courts of the States of New York and New Jersey

**Michael N. Richman**

Michael M. Richman attended Yeshiva University and graduated with a Bachelor of Science degree in Finance. He received his J.D. from Fordham University School of Law.

While attending Fordham, Mr. Richman was on the staff of the Journal of Corporate and Financial Law. He received the Emmet J. McCormack Foundation Prize for Excellence in the Discipline of Admiralty Law as well as the Archibald R. Murray Public Service Award.

Prior to joining Entwistle & Cappucci, Mr. Richman was an intern at the New York Stock Exchange. In addition he was a research assistant at Fordham for Professor Cheryl Bader.

**State Bar Admissions**

New York (pending)

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